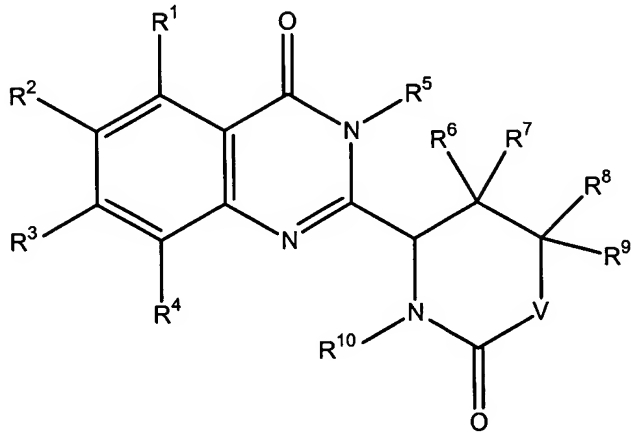
WE CLAIM:

1. A compound selected from the group represented by Formula I:



Formula I

where:

V is a covalent bond, CR'R" or NR'",

R' and R" being independently hydrogen, hydroxy, amino, optionally substituted aryl, optionally substituted alkylamino, optionally substituted alkyl or optionally substituted alkoxy, and

R'" being hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, or optionally substituted heteroaralkyl;

R^1, R^2, R^3 and R^4 are independently hydrogen, hydroxy, optionally substituted alkyl, optionally substituted alkoxy, halogen or cyano;

R^5 is hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, or optionally substituted heteroaralkyl;

R^6 to R^9 are independently hydrogen, hydroxy, optionally substituted alkyl, optionally substituted alkoxy, optionally substituted aryl or optionally substituted alkylamino, provided that neither R^8 nor R^9 is hydroxy or alkoxy when V is NR'"; and

R^{10} is hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, or optionally substituted heteroaralkyl,

or a pharmaceutically acceptable salt or solvate thereof.

2. The compound of Claim 1 comprising one or more of the following:

V is CH_2, or NR'";

R^1, R^2, R^3 and R^4 are independently hydrogen, halo, lower alkyl, substituted lower alkyl, lower alkoxy or cyano;

R^5 is aralkyl or substituted aralkyl;

R^6 to R^9 are independently hydrogen or optionally substituted lower alkyl; and

R^{10} is optionally substituted benzyl or optionally substituted phenyl.

3. The compound of Claim 2 comprising one or more of the following:

R^1, R^2, R^3 and R^4 are independently hydrogen, chloro, fluoro, methyl, methoxy or cyano;

R^5 is benzyl or substituted benzyl;

R^6 to R^9 are hydrogen; and

R^{10} is benzyl or p-methyl-benzyl.

4. The compound of Claim 3 where R^1, R^2, R^3 and R^4 are hydrogen, or three of R^1, R^2, R^3 and R^4 are hydrogen and the fourth is halo, methoxy, methyl or cyano.

5. The compound of Claim 4 where V is N(H) or N(optionally substituted alkyl).

6. The compound of Claim 5 where V is N(H) or N(optionally substituted amino-lower alkyl).

7. The compound of Claim 4 where V is CH_2.

8. The compound of Claim 1, selected from:

3-benzyl-7-chloro-2-[3-benzyl-2-oxo-hexahydro-pyrimidin-4-yl]-3*H*-quinazolin-4-one;

3-benzyl-7-chloro-2-[3-(4-methyl-benzyl)-2-oxo-hexahydro-pyrimidin-4-yl]-3*H*-quinazolin-4-one;

3-benzyl-2-(1-benzyl-6-oxo-piperidin-2-yl)-7-chloro-3*H*-quinazolin-4-one;

3-benzyl-2-(1-(4-methyl-benzyl)-6-oxo-piperidin-2-yl)-7-chloro-3*H*-quinazolin-4-one; and

2-[-1-(2-amino-ethyl)-3-(4-methyl-benzyl)-2-oxo—hexahydro-pyrimidin-4-yl]-3-benzyl-7-chloro-3*H*-quinazolin-4-one.

9. The compound of Claim 1, selected from:
3-benzyl-7-chloro-2-[3-(4-methyl-benzyl)-2-oxo-hexahydro-pyrimidin-4-yl]-3*H*-quinazolin-4-one;
3-benzyl-2-(1-benzyl-6-oxo-piperidin-2-yl)-7-chloro-3*H*-quinazolin-4-one; and
3-benzyl-2-(1-(4-methyl-benzyl)-6-oxo-piperidin-2-yl)-7-chloro-3*H*-quinazolin-4-one.

10. The compound of Claim 1, selected from:
3-benzyl-2-(1-benzyl-6-oxo-piperidin-2-yl)-7-chloro-3*H*-quinazolin-4-one; and
3-benzyl-2-(1-(4-methyl-benzyl)-6-oxo-piperidin-2-yl)-7-chloro-3*H*-quinazolin-4-one.

11. A pharmaceutical formulation comprising a pharmaceutically acceptable excipient and an effective amount of a compound of any of Claims 1-10.

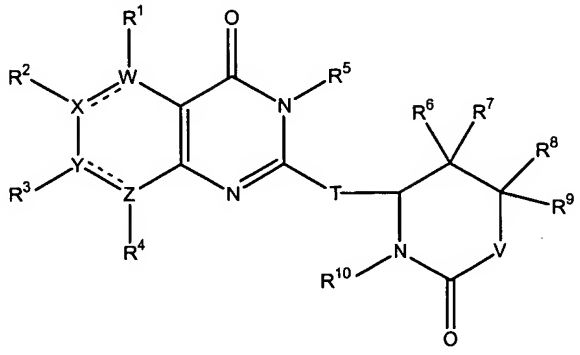
12. A method of treatment comprising administering an effective amount of a compound of any of Claims 1-10 to a patient suffering from a cellular proliferative disease.

13. The method of Claim 12 wherein the cellular proliferative disease is cancer, hyperplasia, restenosis, cardiac hypertrophy, an immune disorder or inflammation.

14. A method of treatment for a cellular proliferative disease comprising administering to a patient suffering therefrom a compound of Claim 1 in an amount sufficient to modulate KSP kinesin activity in cells affected with the disease.

15. A kit comprising a compound of any of Claims 1-10 and a package insert or other labeling including directions for treating a cellular proliferative disease by administering an effective amount of said compound.

16. A compound of the group represented by Formula II:



Formula II

where:

T is a covalent bond or optionally substituted lower alkylene;

V is a covalent bond, CR'R" or NR'";

R' and R" being independently hydrogen, hydroxy, amino, optionally substituted aryl, optionally substituted alkylamino, optionally substituted alkyl or optionally substituted alkoxy, and

R'" being hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, or optionally substituted heteroaralkyl;

W, X, Y and Z are independently N, C, O, S or absent, provided that: no more than one of W, X, Y or Z is absent, no more than two of W, X, Y and Z are -N=, and W, X, Y or Z can be O or S only when one of W, X, Y or Z is absent;

R^1, R^2, R^3 and R^4 are independently hydrogen, hydroxy, optionally substituted alkyl, optionally substituted alkoxy, halogen or cyano, provided that R^1, R^2, R^3 or R^4 is absent where W, X, Y or Z, respectively, is -N=, O, S or is absent;

R^5 is hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, and optionally substituted heteroaralkyl;

R^6 to R^9 are independently hydrogen, hydroxy, optionally substituted alkyl, optionally substituted alkoxy, optionally substituted aryl or optionally substituted alkylamino, provided that neither R^8 nor R^9 is hydroxy or alkoxy when V is NR'"; and

R^{10} is hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, or optionally substituted heteroaralkyl,

or a pharmaceutically acceptable salt or solvate thereof.

17. The compound of Claim 16 comprising one or more of the following:

T is optionally substituted lower alkylene;

V is CH_2, or NR'";

at least one of W, X, Y and Z is -N=;

R^1, R^2, R^3 and R^4 are independently hydrogen, halo, lower alkyl, substituted lower alkyl, lower alkoxy, cyano or absent;

R^5 is aralkyl or substituted aralkyl;

R^6 to R^9 are independently hydrogen or optionally substituted lower alkyl; and

R^{10} is optionally substituted benzyl or optionally substituted phenyl.

18. The compound of Claim 17 comprising one or more of the following:

T is methylene;

R^1, R^2, R^3 and R^4 are independently hydrogen, chloro, fluoro, methyl, methoxy, cyano or absent;

R^5 is benzyl or substituted benzyl;

R^6 to R^9 are hydrogen; and

R^{10} is benzyl or p-methyl-benzyl.

19. A pharmaceutical formulation comprising a pharmaceutically acceptable excipient and an effective amount of a compound of any of Claims 16-18.

20. A method of treatment comprising administering an effective amount of a compound of any of Claims 16-18 to a patient suffering from a cellular proliferative disease.

21. The method of Claim 20 wherein the cellular proliferative disease is cancer, hyperplasia, restenosis, cardiac hypertrophy, an immune disorder or inflammation.

22. A method of treatment for a cellular proliferative disease comprising administering to a patient suffering therefrom a compound of Claim 16 in an amount sufficient to modulate KSP kinesin activity in cells affected with the disease.

23. A kit comprising a compound of any of Claims 16-18 and a package insert or other labeling including directions for treating a cellular proliferative disease by administering an effective amount of said compound.